

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

INTREPID U.S.A., INC.
and Jointly Administered Cases

Case No. 04-40416-NCD
Case No. 04-40462-NCD
Case No. 04-40418-NCD
Case Nos. 04-41924-0441998-NCD

Debtors.

**NOTICE OF HEARING AND FIRST INTERIM APPLICATION OF KPMG LLP
FOR COMPENSATION AND FOR REIMBURSEMENT OF FEES AND
EXPENSES AS TAX CONSULTANTS AND ACCOUNTANTS FOR THE
PERIOD MAY 27, 2004 THROUGH AUGUST 31, 2004**

To: The United States Trustee and other parties in interest specified in Local Rule
9103-3

1. KPMG, LLP ("KPMG" or "Applicant") respectfully files this first monthly application (the "Application") for allowance of compensation and reimbursement of expenses in connection with KPMG's services to Intrepid U.S.A., Inc. and affiliated Debtors (collectively "Debtors").

2. The Court will hold a hearing on this Application at 11:00^{A.M.} on Nov. 3, 2004, or as soon thereafter as counsel may be heard, in Courtroom 7 West, US Courthouse, 300 South Fourth Street, Minneapolis, Minnesota.

3. Any response to this motion must be filed and delivered not later than Nov. 29²⁰⁰⁴, which is three days before the time for the hearing (excluding Saturdays, Sunday and holidays), or filed and served by mail not later than Oct. 27, 2004, which is seven days before the time set for the hearing (excluding Saturdays, Sunday and holidays). **UNLESS A RESPONSE OPPOSING THE APPLICATION IS TIMELY FILED, THE COURT MAY ALLOW THE APPLICATION WITHOUT HEARING.**

4. This court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, Rule 5005 of the Bankruptcy Rules, and Local Rule 1070-1. This Application is filed under Bankruptcy Rule 2016 and Local Rule 2016-1. This Application arises under 11 U.S.C. §§ 328(a), 331 and 330. This Application seeks approval of compensation for services rendered by professionals and actual and necessary expenses as described more fully herein for the period May 27, 2004 through August 31, 2004 (the "Application Period").

BACKGROUND

6. Intrepid U.S.A., is a healthcare company, headquartered in Edina, Minnesota and is a privately held company operating in 30 states. It provides nursing and home care services to approximately 100,000 clients annually through 195 offices. Intrepid U.S.A. has revenues of more than \$220 million and employs more than 10,000 nationwide. Most of the Affiliated Debtors operate as home health care providers and nurse and medical staffing providers, providing in-home health care primarily to the elderly, homebound, disabled and other disadvantaged individuals. Intrepid U.S.A. provides administrative and oversight services to each of the subsidiary companies which are involved in the provision of medical services.

7. In August 2003, Intrepid U.S.A.'s primary lenders, DVI Business Credit Corporation and DVI Financial Services (collectively "DVI"), filed petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. DVI filed for bankruptcy protection after admitting to accounting irregularities and defaulting on loans from a bank group led by Fleet Capital. DVI's primary business was financing medical companies' purchases of specialty equipment such as CAT scanners. An entanglement with DVI restricted Intrepid U.S.A.'s ability to

borrow money, created cash flow problems and inhibited growth. In order to untangle itself from DVI, Intrepid U.S.A. filed for bankruptcy protection in this Court under Chapter 11 of the Bankruptcy Code.

8. On January 29, 2004 (the "Petition Date"), the Debtors, Intrepid U.S.A., Inc., Intrepid of Golden Valley, Inc. and F.C. Acquisition Corporation ("Parent Debtors") filed voluntary petitions for relief (the "Chapter 11 filing" or "Case") under Chapter 11 of the Bankruptcy Code. The case numbers for these petitions are 04-40416, 04-40418 and 04-40462. On April 12, 2004, petitions were filed for an additional 65 related entities. Collectively, the 68 related entities are referred to as the "Debtors" or "Intrepid U.S.A.". The Debtors remain in possession of their assets and properties and continue to operate their businesses as debtor-in-possession under the jurisdiction of this Bankruptcy Court.

9. On July 8, 2004, the Debtors filed an application (the "Employment Application") for authorization to employ KPMG as their tax consultant and accountant. On July 19, 2004, this Court entered an Order Authorizing Employment of Tax Consultant and Accountant (KPMG, LLP) Pursuant to 11 U.S.C. §§ 328 and 330 (the "Employment Order"). A copy of the Employment Order is attached as Exhibit A.

10. Applicant currently does not hold a bankruptcy retainer.

11. KPMG is a firm of accountants, tax advisors and financial advisors with diverse experience and extensive knowledge in the fields of accounting, taxation and bankruptcy. As the Debtors' operations have grown, Debtors have the need for tax planning services from a larger firm which is more experienced in large company tax planning and in Chapter 11 tax advising and planning. KPMG has considerable experience with rendering such services to debtors and other parties in numerous Chapter 11 cases.

RELIEF REQUESTED

12. By this Application, KPMG LLP seeks allowance of fees in the amount of **\$19,006.00**, as compensation for 49.6 hours of services rendered by professionals during the Application Period. KPMG is not seeking reimbursement for any expenses in this Application.

13. Pursuant to the Instructions For Filing a Chapter 11 Case, paragraph 8(c), KPMG has made a request for payment of 80% the fees incurred and 100% of the expenses incurred for providing services to the Debtors, on a monthly basis.

14. Attached as Exhibit B hereto are the names, titles, hourly rates, and a summary of hours charged for the professionals whose services are being billed in connection with this Case. Attached as Exhibit C hereto is a summary schedule of hours and fees charged for each category of services.

15. Attached as Exhibit D hereto are the detailed daily descriptions of services rendered by each professional performing tax consultant and accountant services during the Application Period, including the hours incurred with respect to each task and the resultant fees. In accordance with Local Rule 2016-2, the following schedule is a breakdown of the time spent and fees incurred for services rendered for each category to which professional time was billed during the Application Period:

Employment of Professionals: \$10,450

Services include making application for employment of KPMG as tax consultants and accountants, performing conflict checks, analysis of relationship searches, analysis of family tree reports and prepare and review partner affidavit.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Karl Freimuth	4.0	\$189	\$756

Cassandra Mathews	12.5	\$330	\$4,125
Scott Moresco	7.2	\$455	\$3,276
James Nugent	6.1	\$455	\$2,776
Total	29.8		\$10,933

Blended Hourly Rate: \$366.88

Tax Consultant Services: \$8,129

Services include meeting with Debtors' legal counsel to understand transactions and debt agreements and meeting with Debtors' legal counsel, tax advisor to discuss the structure of the entities and gather and read information related to acquisitions and debt.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Scott Moresco	3.8	\$455	\$1,729
Terri Oen	16.0	\$400	\$6,400
Total	19.8		\$8,129

Blended Hourly Rate: \$410.56

TOTAL FEES \$19,062

16. All professional services and expenses for which an allowance is requested were performed or incurred by KPMG for and on behalf of the Debtors and not on behalf of any other entity or party-in-interest. The fees and expenses sought by KPMG are billed at rates and in accordance with practices customarily employed by KPMG and generally accepted by KPMG's clients.

17. The amount requested constitutes reasonable compensation for actual, necessary services rendered by Applicant, based on the nature, the extent and the value of

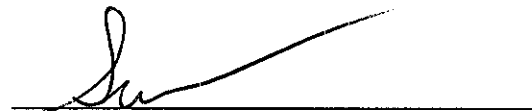
such services, the time spend on such services and the cost of comparable services other than in a case under Title 11. Applicant has not entered into any agreement, express or implied, with any other party-in-interest, including the Debtors, creditors, receivers, trustee or any representative of any of them, or with any attorney for such party-in-interest in the proceedings for services rendered or expenses incurred from the assets of the estate in excess of the compensation allowed by law.

WHEREFORE, KPMG respectfully requests that the Court enter an Order:

1. Allowing KPMG its fees in the amount of \$15,249, which is comprised of \$15,249 in fees (80% of total fees requested, net of the 20% holdback of \$3,182); and
2. Granting such other and further relief as the Court may deem proper.

Dated: 9/28/04

Respectfully submitted:



Scott E. Moresco
KPMG LLP
303 E. Wacker
Chicago, Illinois 60601-5212
312/665-1000 Phone
312/665-6000 Fax

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

INTREPID U.S.A., INC.
and Jointly Administered Cases

Case No. 04-40416-NCD

Case No. 04-40462-NCD

Case No. 04-40418-NCD

Case Nos. 04-41924-0441998-NCD

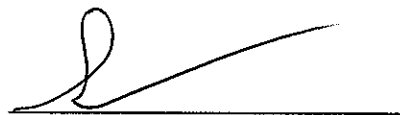
Debtors.

VERIFICATION

Scott E. Moresco, being duly sworn, deposes and declare as follows:

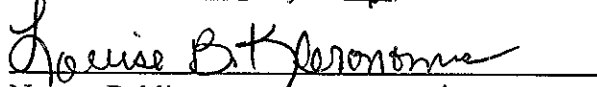
1. I am a Partner in KPMG LLP ("KPMG"), the United States member firm of KPMG International, a Swiss non-operating association, and duly authorized to make this Verification on behalf of KPMG. I make this Verification in support of the First Interim Application of KPMG for Compensation and for Reimbursement of Fees and Expenses as Tax Consultants and Accountants for the Period of May 27, 2004 through August 31, 2004 (the "Application").

2. I have read the Application, and to the best of my knowledge, information and belief, the contents of the Application are true and correct and are in compliance with the Local Rules.



Scott E. Moresco
KPMG LLP
303 E. Wacker
Chicago, Illinois 60601-5212

SWORN TO AND SUBSCRIBED
before me this 28 day of Sept, 2004.


Notary Public

STATE OF ILLINOIS
COUNTY OF COOK

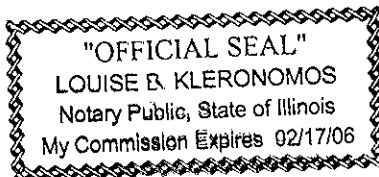


Exhibit A

2977091

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

Intrepid U.S.A., Inc.,
and Jointly Administered Cases,

Case No. 04-40416-NCD
Case No. 04-40462-NCD
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Debtors

Case Nos. 04-41924 - 04-41988-NCD

ORDER AUTHORIZING EMPLOYMENT OF
TAX CONSULTANT AND ACCOUNTANT (KPMG, LLP)

Upon the Joint Application by the above Debtors to employ the accounting firm of KPMG, LLP, it appears that it is necessary for the Debtors to employ Chapter 11 tax accountants, it appears that the accountants selected by the Debtors do not hold or represent an interest adverse to the estates and that they are disinterested within the meaning of 11 U.S.C. § 327(a),

IT IS HEREBY ORDERED:

1. The Debtors may employ KPMG, LLP upon the basis set forth in the application, subject to the provisions of 11 U.S.C. §§ 328 and 330;
2. KPMG, LLP is authorized to schedule a hearing for allowance of its professional fees and expenses under 11 U.S.C. §§ 331 and 330 not more than once every ninety (90) days; and
3. KPMG, LLP may submit regular monthly invoice to the Debtors, with copies to the counsel for the Official Committee of Unsecured Creditors and to counsel for the United States Trustee, and the Debtors are authorized to pay 80% of such fees and 100% of costs on a monthly basis, subject to later allowance by the Court as set out above.

UNITED STATES BANKRUPTCY COURT

Dated: July 19, 2004

/s/Robert J. Kressel

Robert J. Kressel
United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on 07/20/04
Patrick G. De Wane, Clerk, By KK

e372-1

EXHIBIT B**INTREPID U.S.A., INC.
Summary Sheet**

In re:	) IN PROCEEDINGS UNDER	Fees Previously Requested	\$	-	Name of Applicant:
INTREPID U.S.A., INC	) CHAPTER 11	Fees Previously Approved	\$0		KPMG LLP
CORPORATION	) CASE NO. 04-40416	(net 20% holdback)			
	)	Expenses Previously Requested	\$	-	Role in the Case:
	)	Expenses Previously Approved	\$0		Tax Advisors
)				
Debtor.)				

FEE APPLICATION SUMMARY SHEET

Current Application:
(May 27, 2004 to August 31, 2004)
Fees Requested \$ 19,062
Expenses Requested \$ -

PROFESSIONALS		HOURS BILLED IN APPLICATION	RATE	FEEES BILLED IN APPLICATION
Name	Position			
<u>Advisory Services</u>				
Moresco, Scott	Partner	11 0	\$ 455	\$ 5,005
Nugent, James	Director	6 1	\$ 455	\$ 2,776
Oen, Terri	Senior Manager	16 0	\$ 400	\$ 6,400
Mathews, Cassandra	Manager	12 5	\$ 330	\$ 4,125
Freimuth, Karl	Associate	4 0	\$ 189	\$ 756
Advisory Services Total		<u>49.6</u>		<u>\$ 19,062</u>
TOTAL PROFESSIONAL HOURS AND FEES		<u>49.6</u>		<u>\$ 19,062</u>
TOTAL BLENDED HOURLY RATE			<u>\$ 384</u>	

EXHIBIT C

INIREPID U.S.A., INC.
Summary of Hours and Fees Incurred by Category
May 27, 2004 through August 31, 2004

	<u>Hours</u>	<u>Fee</u>
<u>Advisory Services</u>		
Employment Applications	29.8	\$ 10,933
Tax Issues and Analysis	19.8	\$ 8,129
<i>Advisory Services Total</i>	<u>49.6</u>	<u>\$ 19,062</u>
Total Hours and Fees Requested	<u>49.6</u>	<u>\$ 19,062</u>

EXHIBIT D

INTREPID U.S.A., INC.
Employment Applications
May 27, 2004 through August 31, 2004

Name	Date	Description	Time	Amount
Nugent, James	05/27/04	Analyze listing of names obtained from Debtor's counsel and the filed petition for chapter 11 to identify names involved in the case for searches of connections with KPMG LLP for disclosure in employment application and supporting partner affidavit	0.2	\$ 91
Nugent, James	05/28/04	Analyze listing of names obtained from Debtor's counsel, the filed petition and initial results of searches for connections with KPMG LLP for disclosure in employment application and supporting partner affidavit	0.3	\$ 137
Mathews, Cassandra	06/01/04	Undertake conflict check for Debtors	3.5	\$ 1,155
Mathews, Cassandra	06/01/04	Prepare draft exhibits for partner affidavit from conflict check	1.5	\$ 495
Nugent, James	06/01/04	Analyze results of relationship searches performed for names involved in this case for potential connections with KPMG LLP for disclosure exhibit in the partner affidavit supporting employment application	0.5	\$ 228
Nugent, James	06/01/04	Edit relationship search disclosure exhibit for partner affidavit supporting the employment application for KPMG LLP for these cases	0.4	\$ 182
Mathews, Cassandra	06/02/04	Update conflict check for Debtors	1.5	\$ 495
Nugent, James	06/03/04	Analyze results of relationship searches of names and exhibit of searches and connections with KPMG LLP for disclosure in the partner affidavit supporting employment application	0.6	\$ 273
Freimuth, Karl	06/10/04	Analyze family tree reports related to Debtors	3.0	\$ 567
Freimuth, Karl	06/10/04	Update draft exhibits for partner affidavit to include search results from family tree reports	1.0	\$ 189
Mathews, Cassandra	06/10/04	Update conflict check for Debtors for family tree searches	1.5	\$ 495
Nugent, James	06/10/04	Analyze results of updated relationship searches of names and updated exhibit of searches and connections with KPMG LLP for disclosure in the partner affidavit supporting employment application	0.3	\$ 137
Mathews, Cassandra	06/14/04	Update conflict check for Debtors for family tree searches	1.0	\$ 330

EXHIBIT D

INTREPID U.S.A., INC.
Employment Applications
May 27, 2004 through August 31, 2004

Name	Date	Description	Time	Amount
Nugent, James	06/14/04	Analyze results of updated relationship searches of names and updated exhibit of searches and connections with KPMG LLP for disclosure in the partner affidavit supporting employment application	0.2	\$ 91
Nugent, James	06/14/04	Analyze and edit relationship search disclosure exhibit for partner affidavit supporting the employment application for KPMG LLP for these cases	0.7	\$ 319
Mathews, Cassandra	06/15/04	Prepare partner affidavit to retention application	1.5	\$ 495
Nugent, James	06/15/04	Edit partner affidavit supporting the employment application for KPMG LLP for these cases	1.2	\$ 546
Mathews, Cassandra	06/16/04	Update partner affidavit to retention application	1.0	\$ 330
Nugent, James	06/16/04	Edit partner affidavit supporting the employment application for KPMG LLP for these cases	0.9	\$ 410
Nugent, James	06/16/04	Provide edits and direction for updating partner affidavit supporting the employment application for KPMG LLP for these cases	0.3	\$ 137
Nugent, James	06/21/04	Provide edits for partner affidavit supporting the employment application for KPMG LLP for these cases	0.5	\$ 228
Mathews, Cassandra	06/23/04	Prepare support documentation for conflict check	1.0	\$ 330
Moresco, Scott	06/23/04	Review retention order and applicable attachments. Talk with Steve Bresher regarding standard terms and conditions	2.5	\$ 1,138
Moresco, Scott	06/25/04	Modify standard terms and conditions and modify engagement letter for services to provide	2.7	\$ 1,229
Moresco, Scott	07/21/04	Talk with Steve Bresher regarding engagement and scope of services	1.2	\$ 546
Moresco, Scott	08/18/04	Talk with Steve Bresher regarding engagement and need to get information from tax return preparer	0.8	\$ 364

Employment Applications Total **29.8 \$ 10,933**

EXHIBIT D

INTREPID U.S.A., INC.
Tax Issues and Analysis
May 27, 2004 through August 31, 2004

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Time</u>	<u>Amount</u>
Oen, Terri	07/23/04	Initial meeting with Intrepid Management	4.0	\$ 1,600
Moresco, Scott	07/30/04	Read acquisition agreement and understand corporate structure	2.6	\$ 1,183
Oen, Terri	07/30/04	Meet with Debtor's legal counsel to understand transactions and debt agreements	4.0	\$ 1,600
Oen, Terri	08/13/04	Meet with Debtor's legal counsel, tax advisor to discuss the structure of the entities and gather and read information related to acquisitions and debt	8.0	\$ 3,200
Moresco, Scott	08/17/04	Read acquisition agreement and understand corporate structure	1.2	\$ 546
<i>Tax Issues and Analysis Total</i>			<u>19.8</u>	<u>\$ 8,129</u>

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

Intrepid U.S.A., Inc.,
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Case No. 04-40416-NCD

Case No. 04-40462-NCD

Case No. 04-40418-NCD

Debtors

Case Nos. 04-41924 – 04-41988-NCD

CERTIFICATE OF SERVICE

Faye Knowles, under penalty of perjury, states that on October 12, 2004 she caused to be served the following:

Notice of Hearing and First Interim Application of KPMG LLP for Compensation and for Reimbursement of Fees and Expenses as Tax Consultants and Accountants for the period May 7, 2004 Through August 31, 2004, proposed Order and Certificate of Service.

By sending true and correct copies thereof by U.S. Mail to all parties on the attached list.

Dated: October 12, 2004

/s/ Faye Knowles
Faye Knowles

#2961158

Service List: Intrepid II (Doc. No. 2964710)

Dennis Simon
Intrepid U.S.A., Inc.
6600 France Avenue South
Suite 510
Edina MN 55425

Michael Massad/Steven Holmes
Hunton & Williams
30th floor, Energy Plaza
1601 Bryan St
Dallas TX 75201

Robert B. Raschke Esq
U.S. Trustee's Office
1015 US Courthouse
300 South Fourth Street
Minneapolis, MN 55415

Roylene A. Champeaux
D. Gerald Wilhelm
Assistant US Attorney
600 US Courthouse
300 South Fourth Street
Minneapolis MN 55415

MN Department of Revenue
Collection Enforcement
551 Bankruptcy Section
P.O. Box 64447
St. Paul, MN 55164

Internal Revenue Service
Special Procedures Branch
Stop 5700
316 North Robert Street
St. Paul, MN 55101

Blaine Holliday
IRS Office of Chief Counsel
650 Galtier Plaza
380 Jackson Street
St. Paul, MN 55101

Securities & Exchange Comm.
Bankruptcy Section
175 W Jackson Blvd.
Suite 900
Chicago IL 60604

DVI Financial Services, Inc.
c/o Clark T. Whitmore
Maslon Edelman et al.
3300 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402

DVI Business Credit Corp.
Richard M. Beck, Esq.
Klehr, Harrison, Harvey et al.
260 South Broad Street
Philadelphia PA 19102-3163

Todd J. Garamella
c/o John McDonald
Robins, Kaplan
2800 LaSalle Plaza
800 LaSalle Avenue
Minneapolis, MN 55402-2015

Attorneys for Creditors Committee

Jeffrey K. Garfinkle
Buchalter Nemer et al.
18400 Von Karman Ave, Suite 800
Irvine CA 92612

George Singer
Lindquist & Vennum, P.L.L.P.
4200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402-2205

Requests for Notice

IRS/Special Procedures Branch
c/o Barbara Zoccola
200 Jefferson Ave, Suite 811
Memphis TN 38103

Wendy S. Tien, Esq.
US Dpt. of Justice, Civil Dvn
P.O. 875, Ben Franklin Station
Washington, DC 20004-0875

Keith E. Dobbins
US Dpt. of Justice, Civil Division
601 D Street, NW, Room 6613
Washington, DC 20004-0875

Greg Bongiovanni
Office of the General Counsel
Dept. of Health & Human Svs
Suite 5M60 AFC
61 Forsyth St., SW
Atlanta, GA 30303-8909

Bankruptcy Administration
IOS Capital, LLC
1738 Bass Road
PO Box 13708
Macon GA 31208-3708

U.S. Bank N.A.
c/o Michael R. Stewart
Faegre & Benson, LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901

Lang-Nelson Associates
c/o William I. Kampf
220 South Sixth Street, #1800
Minneapolis, MN 55402

Additional names for Intrepid II list

Keybank N.A.
127 Public Square
Cleveland OH 44114

Garamella Family Ltd. Ptnsp
236 Oakwood Road
Interlachen Park
Hopkins MN 55343

David J. Fischer
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive
Suite 3000
Chicago, IL 60606-1229

Bank One
c/o Sandra Lander
400 Murray Street
Alexandria LA 71301

Mpls Comm Dev Agency
105 – 5th Ave S
Minneapolis MN 55401

Affordable Housing Project
c/o Fed Home Loan Bank
907 Walnut St
Des Moines IA 50309

MHFA
ATTN: William Kuretsky
400 Sibley St, Suite 300
St Paul MN 55101

Neil Herskowitz
Riverside Contracting LLC
PO Box 626
Planetarium Station
New York, NY 10024-0540

CapitalSource Finance LLC
c/o Steven Kluz, Sr., Esq.
Rider Bennett, LLP
333 South Seventh Street,
Minneapolis, MN 55402

CapitalSource Finance LLC
c/o Kenneth J. Ottaviano, Esq.
Katten Muchin Zavis Rosenman
525 West Monroe Street, #1600
Chicago, IL 60661

Healthcare Business Credit Corp.
c/o Steven Meyer, David Galle
Oppenheimer Wolff & Donnelly
3300 Plaza VII
45 South Seventh Street
Minneapolis, MN 55402

Healthcare Business Credit Corp.
c/o Michelle A. Mendez
Greenberg Traurig LLP
600 Three Galleria Tower
13155 Noel Road
Dallas, TX 75240

CenturyTel, Inc.
c/o Rex D. Rainach
3622 Government Street
Baton Rouge, LA 70806-5720

Gary L. Hacker, Esq.
Whitten & Young, P.C.
Bank of America Tower, Suite 1402
500 Chestnut Street
Abilene, TX 79602

Service List: Intrepid II (Doc. No. 2964710)

Neil Medical Group
c/o Nikole B. Mariencheck, Esq.
Smith, Anderson, et al.
P.O. Box 2611
2500 Wachovia Capitol Ctr (27601)
Raleigh, NC 27602-2611

State of Maryland, Dpt of Labor,
Licensing and Regulation
Off. Of Unemp. Ins. Contrib. Div.
Litigation and Prosecution Unit
1100 North Eutaw Street, Room 401
Baltimore, MD 21201

New Options Founders
c/o Adam M. Spence
105 W. Chesapeake Ave, Suite 400
Towson, MD 21204

Oracle Corporation
c/o Alan Horowitz
Buchalter, Nemer, Fields & Younger
18400 Von Karman Ave, Suite 800
Irvine, CA 92612

Bizrocket.com, Inc.
c/o Jeremy D. Friedman
Downs & Associates
255 University Drive
Coral Gables, FL 33134

Healthcare Assoc. of Walterboro
c/o H. Flynn Griffin, III
Anderson & Associates, P.A.
PO Box 76
Columbia SC 29202

The Hays Group
c/o Steven Scott, Esq.
Scott Law Firm, PLC
Suite 400
3300 Edinborough Way
Edina, MN 55435

Nueces County
c/o Diane W. Sanders
Linebarger Goggan Blair & Sampson
1949 South IH 35 (78741)
PO Box 17428
Austin, TX 78760-7428

Bexar County
c/o David G. Aelvoet
Linebarger Goggan Blair & Sampson
Travis Building, 711 Navarro, Ste 300
San Antonio, TX 78205

G-Fore Associates LLC
c/o Bradford A. Steiner
Jason S. Kelley
Steiner Norris PLLC Bradford
2320 Second Ave., Suite 2000
Seattle, WA 98121

Les Nelson Investments
c/o Mark E. Fosse
Dunlap & Seeger, P.A.
206 South Broadway, Suite 505
PO Box 549
Rochester, MN 55903

Aberfeldy II Limited Partnership
c/o J. David Leamon
Munsch Hardt Kopf & Harr
4000 Fountain Place
1445 Ross Avenue
Dallas, Texas 75202-2790

IBM Corporation
Attn: Beverly H. Shideler
Two Lincoln Centre
Oakbrook Terrace, IL 60181

Richard D. Anderson, Esq.
Briggs and Morgan, P.A.
2200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

Woodmen Office Land Associates
Huntington C. Brown
US Bank Tower
950 Seventeenth Street, Suite 1700
Denver, CO 80202

TN Dept. Labor and Workforce
Development—Unemployment Ins.
c/o Marie Antoinette Joiner
TN Atty General's Office, Bky Div.
PO Box 20207
Nashville, TN 37202-0207

Atty for MO Dept. of Revenue
MO Dept. of Revenue, Bky Unit
ATTN: Steven Ginther
PO Box 475
Jefferson City MO 65105-0475

Alberfeldy II Limited Partnership
c/o David E. Runck, Esq.
Oppenheimer Wolff & Donnelly
Plaza VII, Suite 3300
45 South Seventh Street
Minneapolis, MN 55402

Maureen M. Cafferkey
Office of the Solicitor
US Dept. of Labor
1240 East Ninth Street, Room 881
Cleveland, Ohio 44199

Atty for Poturski, Hawley et al
Larry Ricke, Esq.
Leonard Street & Deinard
150 S. 5th Street, Suite 2300
Minneapolis MN 55402

Atty for GA Dept. of Comm. Health
Oscar Fears, III
40 Capitol Square SW
Atlanta GA 30334

Susan D. Profant, CFCA, CLA,
c/o Ken Burton Jr., Manatee County Tax
Collector
PO Box 25300
Bradenton, FL 34206-5300

State of WA, Tax Agencies
c/o Catherine F. Ries
Assistant Atty General of WA
900 Fourth Ave, Suite 2000
Seattle WA 98164-1012

Atty for Texas Comptroller etc.
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UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

INTREPID U.S.A., INC.
and Jointly Administered Cases

Case No. 04-40416-NCD
Case No. 04-40462-NCD
Case No. 04-40418-NCD
Case Nos. 04-41924-0441998-NCD

Debtors.

**ORDER APPROVING FIRST INTERIM APPLICATION OF KPMG LLP FOR
COMPENSATION AND FOR REIMBURSEMENT OF FEES AND EXPENSES
AS TAX CONSULTANTS AND ACCOUNTANTS FOR THE PERIOD MAY 27,
2004 THROUGH AUGUST 31, 2004**

This matter came before the undersigned United States Bankruptcy Judge on the first interim application of KPMG LLP ("KPMG" of the "Applicant") for allowance of fees and expenses from May 27, 2004 through August 31, 2004. Appearances are noted on the record.

Based on the submission of the Applicant, the documents of record therein, and the Court being fully advised in the premises and the Court's findings of facts and conclusion of law, if any, having been stated on the record at the close of argument,

IT IS HEREBY ORDERED:

1. KPMG's fees for the above period are hereby allowed in the amount of \$15,249.
2. Debtor's are hereby authorized and directed to pay to KPMG all allowed fees which remain unpaid as of the date of this order.

Dated:

Nancy C. Dreher
United States Bankruptcy Judge